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ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

December 30, 1993

RECORDATION NO. 18405-2  
FILED 1425 0100073042

DEC 30 1993 -11 25 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. 18405-F  
FILED 1425  
DEC 30 1993 -11 25 AM  
INTERSTATE COMMERCE COMMISSION

RE: Amtrak Trust 93-B

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of the following documents, dated as of December 30, 1993, a Lease Supplement No. 2 and an Indenture Supplement No. 2, both secondary documents.

The enclosed documents relate to the Lease and Indenture filed with the Commission on September 24, 1993 under Recordation No. 18405.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 2

Lessor: Wilmington Trust Company, Owner Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Lessee: National Railroad Passenger Corporation (Amtrak)  
60 Massachusetts Avenue, N.E.  
Washington, DC 20002

LICENSING BRANCH

Dec 30 11 20 AM '93

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SECRETARY

*Copy to  
Sidney Strickland*

Mr. Sidney L. Strickland, Jr.  
December 30, 1993  
Page 2

Indenture Supplement No. 2

Debtor:                   Wilmington Trust Company, Owner Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

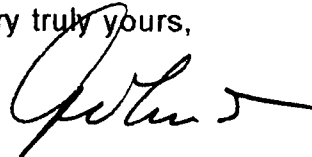
Secured Party:       PNC Bank, National Association, Indenture Trustee  
Corporate Trust Department  
335 Madison Avenue, 10th Floor  
New York, New York 10017

A description of the railroad equipment covered by the enclosed documents is attached as Schedule 1.

Also enclosed is a check in the amount of \$36.00 payable to the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/khb  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

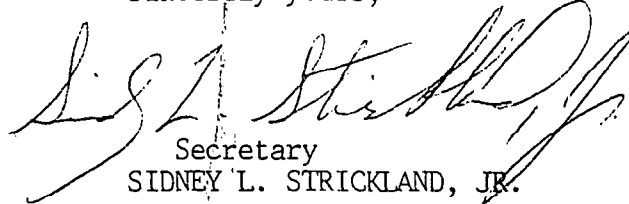
12/30/93

Robert W. Alvord  
Alvord & Alvord  
918 16th St N.W. Suite 200  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 12/30/93 at 11:25am, and assigned  
recordation number(s). 18405-D&E 18437-A 18633

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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LEASE SUPPLEMENT NO. 2 DEC 30 1993 -11 25 AM

(AMTRAK TRUST 93-B) INTERSTATE COMMERCE COMMISSION

THIS LEASE SUPPLEMENT NO. 2 dated December 30, 1993 (this "*Lease Supplement*") between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as trustee under that certain Trust Agreement (Amtrak Trust 93-B) dated as of September 1, 1993 between BNY CAPITAL FUNDING CORP. and such trustee, as lessor, and NATIONAL RAILROAD PASSENGER CORPORATION (also known as AMTRAK), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, as lessee, pursuant to and in accordance with the Lease of Railroad Equipment (Amtrak Trust 93-B) dated as of September 1, 1993 between Lessor and Lessee (as amended and supplemented to the date hereof, the "*Lease*").

1. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Lease Supplement have the respective meanings specified therefor in Annex A to the Lease, as originally executed or as modified, amended or supplemented in accordance with the applicable provisions thereof.

2. The Units covered by this Lease Supplement are described in Schedule 1 attached hereto.

3. The Equipment Cost for each Unit is \$2,600,000.

4. The Interim Term of the Lease for the Units covered by this Lease Supplement shall commence on the date of this Lease Supplement and shall terminate on June 30, 1994 unless terminated pursuant to the terms of the Lease. The Base Lease Commencement Date of the Lease for the Units covered by this Lease Supplement shall commence on July 1, 1994, and shall terminate on July 1, 2014 unless earlier terminated or extended pursuant to the terms of the Lease.

5. By the execution and delivery of this Lease Supplement, Lessee and Lessor reaffirm all of the terms, provisions and conditions of the Lease.

6. This Supplement may be executed in several counterparts (or upon separate signature pages bound together into one or more counterparts), such counterparts together constituting but one and the same instrument. To the extent, if any, that this Lease Supplement constitutes chattel paper or other collateral within the meaning of the Uniform Commercial Code (or other law respecting security interests) as in effect in any applicable jurisdiction, no security interest in Lessor's interest under this Lease Supplement may be created through the transfer or possession of any counterpart of this Lease Supplement other than the original executed counterpart No. 1 hereof which shall be identified as the counterpart containing the receipt therefor executed by Indenture Trustee on or immediately following the signature page hereof.

7. Lessee hereby represents and warrants to Lessor that, effective on the date hereof, the Units described in Schedule 1 hereto have been delivered to Lessee, have been duly accepted by Lessee and that said Schedule 1 contains a correct and complete description of said Units sufficient for the purposes of the Lease.

IN WITNESS WHEREOF, the parties have caused this Lease Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as  
Owner Trustee, Lessor

By:   
Name: CAROLYN C. DANIELS  
Title: ASSISTANT VICE PRESIDENT

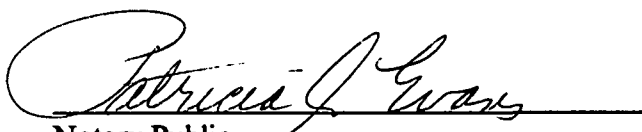
NATIONAL RAILROAD PASSENGER  
CORPORATION, Lessee

By: \_\_\_\_\_  
Name: Richard I. Klein  
Title: Treasurer

TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER OR OTHER COLLATERAL WITHIN THE MEANING OF THE UNIFORM COMMERCIAL CODE (OR OTHER LAW RESPECTING SECURITY INTERESTS) AS IN EFFECT IN ANY APPLICABLE JURISDICTION, NO SECURITY INTEREST IN LESSOR'S INTEREST UNDER THIS LEASE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART NO. 1 HEREOF WHICH SHALL BE IDENTIFIED AS THE COUNTERPART CONTAINING THE RECEIPT THEREFOR EXECUTED BY PNC BANK, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, IMMEDIATELY FOLLOWING THIS LEGEND. SUCH COUNTERPART IS THE ONLY COUNTERPART OF THE LEASE SUPPLEMENT THAT CONTAINS THIS LEGEND.

STATE OF DELAWARE           )  
  ) ss.:  
COUNTY OF NEW CASTLE    )

On this 13<sup>th</sup> day of December, 1993 before me personally appeared Carolyn C. Daniels, to me personally known, who, being by me duly sworn, says that he/she is the A.V.P. of Wilmington Trust Company, that said instrument was signed on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said banking corporation.

  
Notary Public

PATRICIA A. EVANS  
NOTARY PUBLIC

My Commission Expires: My Commission expires April 20, 1995

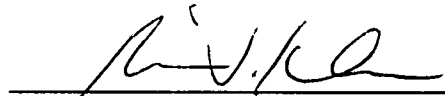
[SEAL]

IN WITNESS WHEREOF, the parties have caused this Lease Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as  
Owner Trustee, Lessor

By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER  
CORPORATION, Lessee

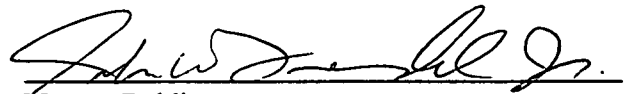
By:  \_\_\_\_\_  
Name: Richard I. Klein  
Title: Treasurer

TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER OR OTHER COLLATERAL WITHIN THE MEANING OF THE UNIFORM COMMERCIAL CODE (OR OTHER LAW RESPECTING SECURITY INTERESTS) AS IN EFFECT IN ANY APPLICABLE JURISDICTION, NO SECURITY INTEREST IN LESSOR'S INTEREST UNDER THIS LEASE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART NO. 1 HEREOF WHICH SHALL BE IDENTIFIED AS THE COUNTERPART CONTAINING THE RECEIPT THEREFOR EXECUTED BY PNC BANK, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, IMMEDIATELY FOLLOWING THIS LEGEND. SUCH COUNTERPART IS THE ONLY COUNTERPART OF THE LEASE SUPPLEMENT THAT CONTAINS THIS LEGEND.



DISTRICT OF COLUMBIA     )  
  ) ss.:  
CITY OF WASHINGTON         )

On this 14<sup>th</sup> day of December, 1993 before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires: 1-1-95

[SEAL]

SCHEDULE 1 TO LEASE  
SUPPLEMENT NO. 2

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>AMTRAK EQUIPMENT NUMBERS</u>
FOURTEEN (14) GENERAL ELECTRIC DASH 8-40 BPH LOCOMOTIVES	830 to 843, INCLUSIVE

Receipt of this original counterpart No. 1 of the foregoing Lease Supplement is hereby acknowledged this \_\_\_\_ day of December, 1993.

PNC BANK, NATIONAL ASSOCIATION  
as Indenture Trustee

By \_\_\_\_\_  
Name:  
Title: